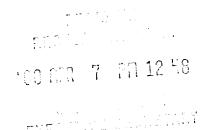


April 6, 2000

VIA OVERNIGHT MAIL

Mr. K. David Waddell Executive Secretary Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, TN 37243-0505



MARK ALLEN
DEBORAH GODWIN
SAMUEL MORRIS*
EUGENE LAURENZI
LEE J. BLOOMFIELD
BARCLAY M. ROBERTS
TIMOTHY TAYLOR
BOBBY F. MARTIN, JR.

PARALEGALS: LIBBY BELT ANDREA M. SCALES CAFFI M. KIRK LAURA R. PERRY

ALSO ADMITTED IN INDIANA



RE: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Interstate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLG&W") and A&L Networx-Tennessee, LLC ("A&L") for Approval of an Agreement Between MLG&W and A&L Regarding Ownership of Memphis Networx, LLC

TRA Docket No. 99-00909

Dear Mr. Waddell:

Please find enclosed an original and thirteen (13) copies of the Outline of Proposed Cross-Examination by Intervenor, IBEW Local 1288. Copies have been served on all parties of record.

Sincerely.

ALLEN, GODWIN, MORRIS,

Laurenzi & Bloomfield, P.C. Lae J. Bloomfield, ck

LEE J. BLOOMFIELD Attorney at Law

LJB:cmk Enclosures

cc: Richard Collier. Esquire, Tennessee Regulatory Authority
D. Billye Sanders, Esquire, Waller, Lansden, Dortch & Davis
John Knox Walkup, Esquire, Wyatt, Lansden, Dortch & Davis
Ward Huddleston, Memphis Networx
J. Maxwell Williams, Esquire, MLG&W
Henry Walker, Esquire, Boult, Cummings, et al.
Charles B. Welch, Esquire, Farris, Mathews, et al.

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BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

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IN RE:)	100 887 7 PA 12 40
)	
APPLICATION OF MEMPHIS)	EXECUTIVE SOMETANY
NETWORX, LLC FOR A CERTIFICATE)	FYEOGHA
OF PUBLIC CONVENIENCE AND)	
NECESSITY TO PROVIDE INTERSTATE	Ξ)	
TELECOMMUNICATION SERVICES)	
AND JOINT PETITION OF MEMPHIS)	DOCKET NO. 99-00909
LIGHT, GAS & WATER DIVISION,)	
A DIVISION OF THE CITY OF)	
MEMPHIS, TENNESSEE ("MLG&W"))	
AND A&L NETWORKS-TENNESSEE,)	
LLC ("A&L") FOR APPROVAL OF)	
AN AGREEMENT BETWEEN MLG&W)	
AND A&L REGARDING OWNERSHIP)	
OF MEMPHIS NETWORX, LLC.)	

OUTLINE OF PROPOSED CROSS-EXAMINATION BY INTERVENOR, IBEW LOCAL 1288

COMES NOW your Intervenor, the International Brotherhood of Electrical Workers. Local 1288, ("IBEW") and pursuant to the Order of Richard Collier, Pre-Hearing Officer, in the above Docket, respectfully files this Outline of Proposed Cross-examination to be submitted by the IBEW at the hearings scheduled for April 13 and 14, 2000, in the above Docket:

1. Questions relating to the manner in which the Operating Agreement of Memphis Networx, LLC may impact the provisions of the Memorandum of Understanding between Memphis Light Gas and Water Division ("MLG&W") and Local 1288 of the IBEW, January 1, 1998 to January 1, 2002.

- 2. Questions relating to the intentions of MLG&W with respect to the creation of similar joint ventures in the future which would take over its gas, water and/or electric operations.
- 3. Questions relating to whether the MLG&W's interest in Memphis Networx, LLC violates the provisions of Article II, Section 29 of the Tennessee Constitution.
- 4. Questions relating to what extent, if any, MLG&W'participation as a member of Memphis Networx, LLC in the proposal to offer telecommunications services is affected by its charter or that of the City of Memphis.
- 5. Questions relating to why MLG&W is going into business with an out-of-state company that is non-union and pays low wages to its employees, and the impact of such on the Memorandum of Understanding, the IBEW, and its members.
- 6. Questions relating to the intentions of MLG&W and /or Memphis Networx, LLC to use its fiber-optics technology to read meters, or provide other services currently provided by MLG&W, and thereby eliminated jobs for the members of the IBEW.
- 7. Questions relating to whether MLG&W's participation as a member of Memphis Networx, LLC., puts rate payer' at risk.
- 8. Questions related to whether MLG&W and Memphis Networx LLC considers

 Memphis Networx LLC to be a public or private entity.

Respectfully submitted,

ALLEN, GODWIN, MORRIS, LAURENZI & BLOOMFIELD, P.C. 200 Jefferson Avenue, Suite 1400 Memphis, Tennessee 38103 (901) 528-1702

BY:

LEE J. BLOOMFIELD #8851

BY.

DEBORAH GODWIN #9972

CERTIFICATE OF SERVICE

I, Lee J. Bloomfield, do hereby certify that on April 6, 2000, a copy of the foregoing document was served on the parties of record listed below via facsimile and U.S. Mail, postage prepaid, first class.

Richard Collier, Esquire Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, TN 37243-0500

D. Billye Sanders, Esquire Waller, Lansden, Dortch & Davis 511 Union Street, Suite 2100 Nashville, TN 37219-1750

John Knox Walkup, Esquire Wyatt, Lansden, Dortch & Davis 511 Union Street, Suite 1500 Nashville, TN 37219-1750 Ward Huddleston Memphis Networx 7555 Appling Center Drive Memphis, TN 38133-5069

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Henry Walker, Esquire Boult, Cummings, et al. 414 Union Avenue, Suite 1600 P.O. Box 198062 Nashville, TN 39219-8062

Charles B. Welch, Esquire Farris, Mathews, et al. 205 Capitol Blvd., Suite 303 Nashville, TN 37219

LEE J. BLOOMFIELD